



# RULES

of the

# AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH

*(As amended up to September 2017)*

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# PART 1: NAME AND INTERPRETATION

## 1. NAME

The name of the incorporated association is AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH INC. (Trading as "AAIR").

## 2. INTERPRETATION

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

"**the Act**" means the *Associations Incorporation Reform Act 2012* of the State of Victoria.

"**Committee**" means the Executive Committee of AAIR.

"**Editor**" means the Editor or Editors of AAIR appointed by the Committee from time to time.

"**Full financial member**" means a member of AAIR who, pursuant to these Rules, is eligible to vote at general meetings of AAIR, to hold any office under AAIR, and whose membership subscriptions have been paid in full.

"**Regulations**" means the Regulations made under the Act.

"**Secretary**" means the Honorary Secretary of AAIR.

"**Special resolution**" means a resolution of the members of AAIR that is passed by a majority of not less than three-fourths of such members as being entitled under these Rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

"**Treasurer**" means the Honorary Treasurer of AAIR.

### 2.2 Interpretation

Words or expressions contained in these Rules shall be interpreted in accordance with the Act and the *Interpretation of Legislation Act 1984* of the State of Victoria.

# PART 2: PURPOSES AND POWERS

## 3. STATEMENT OF PURPOSES

The purposes for which AAIR is established are:

- (1) to advance institutional effectiveness in tertiary education;
- (2) to raise the level of professional competence in both qualitative and quantitative analysis within the fields of tertiary education planning, policy analysis and institutional research within the Australasian region;
- (3) to enhance inter-institutional and international cooperation in the promotion, conduct and dissemination of comparative institutional research;
- (4) to facilitate the professional development of members by:
  - (a) organising annual conferences (the AAIR Annual Forum and the AAIR SIG Forum);

- (b) developing and fostering cooperative links with the Association for Institutional Research USA), the European Association for Institutional Research, and similar organisations elsewhere in the world;
- (c) encouraging and organising regional and special interest group meetings of members;
- (d) publishing professional publications, such as AAIR Forum Proceedings;
- (e) circulating a regular newsletter to inform members of current developments.

## **4. POWERS**

Solely for furthering the purposes set out above and not otherwise, AAIR has the power:

- (1) to promote, assist in promoting, and secure the holding of meetings, conventions, conferences, seminars, workshops, forums and competitions;
- (2) to publish and disseminate information for the promotion of any of the objects of AAIR by means of print, audio, audio visual, electronic or other media;
- (3) to purchase, lease, hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the purposes of AAIR;
- (4) to take or make any gifts or donations of property, or money, whether subject to any special trusts or not, for any one or more of the purposes of AAIR, and to act as trustee in respect of any money or property;
- (5) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of AAIR in the shape of donations, annual subscriptions or otherwise;
- (6) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real or personal property of AAIR;
- (7) to invest and deal with the money of AAIR not immediately required in such manner as may from time to time be thought fit;
- (8) to establish and support, and/or to aid in the establishment and support of any organisation which:
  - (a) is formed for purposes similar to all or some of the purposes of AAIR; and
  - (b) has a constitution prohibiting the distribution of its income and property among its members to an extent similar to the prohibition contained in these Rules.
- (9) to obtain from any Government or Authority any rights, privileges and concessions which AAIR may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (10) to appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of AAIR;
- (11) to do all such other lawful things as are incidental or conducive to the attainment of the purposes of and the exercise of the powers of AAIR, PROVIDED THAT any such purposes and powers are not construed so that they are contrary to any provision of the Act.

## **PART 3: MEMBERSHIP**

### **5. MEMBERSHIP**

#### **5.1 Classes of membership**

AAIR shall have the following classes of membership:

- (1) Individual member;
- (2) Life member;
- (3) Honorary member;
- (4) Retired member; and

- (5) Such further classes as the Committee may from time to time establish by bylaw first approved by a majority of members in a general meeting or through a postal or electronic ballot.

## **5.2 Existing members**

A member in any class of membership shall, subject to the provisions of these Rules, continue to be a member in that class.

## **5.3 Eligibility for membership**

Subject to these Rules:

- (1) any person of good character shall be eligible to be an Individual member who:
  - (a) is working in the tertiary education sector or a related organisation (unless eligible under the provisions of Rule 5.3(5)) with an interest in institutional research, planning and analysis; and/or
  - (b) normally holds a degree, diploma, associate diploma or other equivalent professional qualification; and/or
  - (c) normally has a minimum of two (2) years appropriate professional experience in tertiary education institutional research, planning and analysis or equivalent experience.

PROVIDED THAT persons who do not fulfil the above requirements but who are interested in institutional research may, subject to these Rules, be admitted as Individual members at the discretion of the Committee.

- (2) Subject to Rule 5.5(2), any person shall be eligible for Life membership who has rendered long, outstanding, meritorious and exceptional service as a member to AAIR in achieving its aims, or for any other commendable reason.
- (3) Any person shall be eligible for Honorary membership who is a prominent citizen from within Australasia or abroad who is visiting AAIR for some special occasion.
- (4) Any person shall be eligible to be a Retired member where he or she has been a member of AAIR for at least 10 years and is retired from the full-time workforce, or otherwise at the discretion of the Committee.

## **5.4 Application for membership**

Persons seeking AAIR membership can join in one of two ways:

- (1) Those attending either the AAIR Annual Forum or the AAIR SIG Forum are eligible to become members as part of the registration process for those fora; or
- (2) Otherwise:
  - (a) applications for Individual member can be made in writing to the Committee in such form and containing such particulars as the Committee may determine, or
  - (b) any member whose membership has been deemed to have lapsed may renew their membership in accordance with Clause 6: Annual Subscriptions.

## **5.5 Election of members**

- (1) All applications for membership must be dealt with in the general business of the next duly convened committee meeting. The Committee shall decide on the admission or exclusion of such applicants, or otherwise, for membership. The decision of the Committee shall be final and, where an applicant is not admitted to membership, any subscriptions received by the Committee in support of the application shall be refunded in full.
- (2) Life membership may be conferred only on the recommendation of the Committee and is subject to majority approval of members present at an Annual General Meeting. There shall be no more than 20 Life members at any one time.
- (3) Honorary membership may be conferred by the Committee at its discretion, or by the President and Secretary acting jointly.
- (4) Retired membership may be approved by the Committee on application provided that the applicant meets the requirements set out in Rule 5.3(4) of these Rules.

- (5) Upon the approval of an application for Individual membership, or upon the conferment of any other class of membership, the person affected shall become a member of AAIR in the relevant class of membership and will be bound by these Rules. The Secretary or delegation of the Secretary shall advise the applicant or person affected of the acceptance to the particular class of membership.

### **5.6 Incidents of certain memberships**

- (1) Individual members shall:
  - (a) have the right to vote at any general meeting of AAIR;
  - (b) have the right to hold any office in AAIR subject to the clauses set out under Rule 25.1 Eligibility of candidates in these Rules; and
  - (c) have all other rights and privileges conferred upon them by these Rules, the Act or the bylaws.
- (2) Life members shall:
  - (a) be exempt from membership fees and levies;
  - (b) have all rights and privileges conferred upon Individual members by Rule 5.6(1).
- (3) Honorary members shall:
  - (a) be exempt from membership fees and levies;
  - (b) not be entitled to hold office or have voting rights;
  - (c) be entitled to the social privileges of AAIR as determined by or on the invitation of the Committee or President and Secretary acting jointly, from time to time;
  - (d) not bring into AAIR or entertain therein any non-member without the permission a committee member.

The Secretary shall keep appropriate records of the names and addresses of all Honorary members and Life members in a Register of Members. Such records shall specify the occasion or period in respect of which such class of membership is granted.

- (4) Retired members shall:
  - (a) be exempt from membership fees and levies;
  - (b) not be entitled to hold office or have voting rights;
  - (c) be entitled to the social privileges of AAIR as determined by or on the invitation of the Committee or President and Secretary acting jointly, from time to time;
  - (d) be eligible for discounts to AAIR events, where such discounts are available to a Retired member.

### **5.7 Transfer and cessation of membership rights**

A right, privilege or obligation of a member of AAIR, by reason of membership, is personal to the member and:

- (1) cannot be transferred to another person or organisation; and
- (2) terminates upon cessation of membership from any cause.

### **5.8 Register of Members**

The Secretary, or delegation by the Secretary, shall keep and maintain a Register of Members in which shall be entered the class of membership, full name, address and other relevant details regarding each member.

### **5.9 Patrons**

Patrons may be appointed by the members in the general meeting. Persons so appointed shall thereupon be deemed to be Honorary members of AAIR for the twelve months next ensuing, or such other period as the members in a general meeting may decide.

## **6. ANNUAL SUBSCRIPTIONS**

### **6.1 Annual subscriptions**

- (1) The entrance fees, subscription fees or payments payable by the members of AAIR shall be such as the Committee may from time to time prescribe.
- (2) Subscriptions shall be paid annually and shall fall due when the Committee in its discretion from time to time determines.

### **6.2 Arrears of subscriptions**

- (1) If the subscription of any member is not paid within the period of 60 days from the date upon which it falls due for payment the Secretary or Treasurer may give to the member in default written notice requiring payment within seven (7) days.
- (2) If the subscription is not paid within the time limited by such notice, the Committee may debar the defaulting member from all privileges of membership and remove the member's name from the Register of Members.

### **6.3 Power to reinstate**

The Committee shall have power in its absolute discretion to reinstate the member so removed from the Register of Members if the member pays the arrears within a period of three (3) months after such removal.

### **6.4 Effect of payment**

If and when any member or intending member pays any fee or subscription to AAIR, then such member or intending member shall be deemed to have agreed to be bound by these Rules. Such payment shall be conclusive proof of that fact.

### **6.5 Effect of arrears**

No member whose subscription is in arrears shall be entitled to vote, hold office, nominate office bearers or intending members, sign a requisition for a meeting or propose a motion.

## **7. ADDRESSES OF MEMBERS**

Members shall from time to time communicate their addresses to the Secretary of AAIR and advise of any change of address which may occur.

## **8. RESIGNATIONS**

A member may at any time, by giving notice in writing to the Secretary, resign from membership of AAIR, and upon notification by the Committee to the member that such resignation has been accepted, shall cease to be a member. An appropriate entry of the member's resignation shall be made in the Register of Members.

## **9. DISCIPLINE OF MEMBERS**

### **9.1 Penalties**

If any member conducts him/herself in a manner unbecoming to the character of a member of AAIR, or in a way which is prejudicial or detrimental to the interest of AAIR, knowingly introduces an expelled or otherwise undesirable person into the AAIR meetings, wilfully infringes any of the Rules or bylaws of AAIR, or neglects or refuses to attend before the Committee when called upon to do so, then he/she may be reprimanded, suspended, fined (in accordance with the bylaws) or expelled by the Committee. Such person may raise a grievance as outlined in Rule 10 if they so choose, and only upon the conclusion of the disciplinary proceedings.



## **9.2 Notice of charge**

- (1) No member shall be suspended, reprimanded, fined or expelled unless such member has by notice in writing by a registered letter posted to the member's last known address been notified of the charge against the member at least 14 clear days before the meeting of the Committee at which such charge is to be heard. The member charged shall be entitled to attend the hearing for the purpose of answering the charge.
- (2) Voting on any penalty by the members of the Committee shall be by secret ballot if required by three (3) members at the meeting, and a simple majority shall carry the motion, except in the case of expulsion which shall require a unanimous vote.
- (3) Any decision of the Committee at such a hearing or any adjournment thereof shall be final and the committee members shall not be required to give any reason for their decision.

## **9.3 Failure to attend**

If the member fails to attend at the time and place mentioned without reasonable excuse, the charge or complaint shall be heard and dealt with and the members of the Committee shall decide on the evidence before it in the member's absence.

# **10. GRIEVANCE PROCEDURE**

## **10.1 Application**

- (1) This grievance procedure applies to disputes under these Rules between:
  - (a) a member and another member; or
  - (b) a member and the Committee; or
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **10.2 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **10.3 Appointment of a mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 10.2, the parties must within 10 days:
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association, but in any case, must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **10.4 Mediation process**

- (1) In conducting the mediation, the mediator to the dispute must:
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

### **10.5 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **11. CESSATION OF MEMBERSHIP**

Membership shall cease upon the death, resignation, retirement, removal for non-payment of arrears, or expulsion of a member. Every member ceasing to be a member of AAIR shall *ipso facto* forfeit all rights to the benefits or privileges that such member may have had by reason of membership.

## **PART 4: GENERAL MEETINGS**

### **12. ANNUAL GENERAL MEETING**

#### **12.1 Each calendar year**

- (1) An annual general meeting of members shall be held in each calendar year during the period of the AAIR Annual Forum at such time and place as the Committee may direct.
- (2) The annual general meeting shall be specified as such in the notice convening it.

#### **12.2 Ordinary business**

The ordinary business of the annual general meeting shall be:

- (1) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
- (2) to receive from the Committee, reports on the transactions of AAIR during the preceding financial year, in accordance with Rule 27.5;
- (3) to elect the officers of AAIR and the ordinary members of the Committee in the biannual election coinciding with the meeting in every even numbered year;
- (4) to receive and consider the statement submitted by AAIR in accordance with the Act.

#### **12.3 Special business**

The annual general meeting may transact special business of which notice is given in accordance with these Rules or the Act.

#### **12.4 General business**

The annual general meeting may transact such other business as may be allowed by the Chair in the Chair's absolute and final discretion.

## **13. SPECIAL GENERAL MEETINGS**

All general meetings other than the annual general meeting shall be called Extraordinary General Meetings.

## **14. CONVENING EXTRAORDINARY GENERAL MEETINGS**

#### **14.1 Committee**

The Committee may, whenever it deems appropriate, convene an Extraordinary General Meeting.

## **14.2 Requisition of members**

The Committee shall on requisition of not less than fifteen per cent of the current members of AAIR, having at the date of the delivery of the form of requisition to the Secretary of AAIR, a right to vote at general meetings of AAIR forthwith proceed to convene an Extraordinary General Meeting of AAIR. In the case of such requisition, the following provisions shall have effect:

- (1) The form of requisition must state the objects of the meeting and the matters to be dealt with. It must be signed by the requisitionists and be delivered to the Secretary. It shall consist of one (1) document signed by all the requisitionists. Such a special meeting shall only deal with the subjects and matters set out on the requisition form, or subjects and matters directly connected with those subjects and matters.
- (2) If the Committee does not cause an Extraordinary General Meeting to be held within one (1) month from the date of delivery of the requisition, the requisitionists or any of them may themselves convene the meeting. However, any meeting so convened shall not be held after the expiration of three (3) calendar months from the date of delivery of such form of requisition to the Secretary.
- (3) Any meeting convened under this rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.
- (4) Any reasonable expense incurred by the requisitionists in convening any such meeting may at the discretion of the meeting, to be decided by a simple majority, be repaid to the requisitionists by AAIR.

## **15. NOTICE OF GENERAL MEETINGS**

### **15.1 Notice to members**

In the case of all general meetings, 21 days' notice exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given, specifying the place, day and hour of the meeting, and the subjects and matters of business of the meeting, shall be given to all members in writing.

### **15.2 Accidental omission**

The accidental omission to give notice to a member of a general meeting or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meetings.

### **15.3 Other business**

A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting.

## **16. PROCEEDINGS AT MEETINGS**

### **16.1 No business without a quorum**

No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

### **16.2 Quorum**

The quorum for a general meeting is fifteen (15) members present in person, who are entitled to vote.

### **16.3 Lack of quorum**

- (1) If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such other day, time and place as the Committee may appoint by seven (7) clear days' notice to the members, given in the same manner as usual notice of general meetings is given.
- (2) Such an adjourned meeting shall be held no later than 21 days from the date of the abortive meeting. If at such adjourned meeting a quorum is not present, members who are present

(being not less than four (4)) shall constitute a quorum and may validly transact the business for which the meeting was called.

#### **16.4 Chair at general meetings**

The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting, or is unwilling to act, then the Vice-President automatically chairs the meeting. If the Vice-President is absent or unwilling to act, then a member of the Committee or an Individual member of AAIR, as the meeting shall determine, shall act as Chair.

### **17. ADJOURNED GENERAL MEETINGS**

#### **17.1 Chair may adjourn general meetings**

The Chair of a general meeting at which a quorum is present may, with the consent of the meeting and, in the case of a deadlock on any question or motion without the consent of the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting at which the adjournment took place.

#### **17.2 Notice of adjourned general meeting**

If a general meeting is adjourned for fourteen (14) days or more pursuant to Rule 17.1, then notice of the adjourned general meeting must be given by the Secretary in accordance with Rule 15.1.

### **18. DETERMINATION OF QUESTIONS**

#### **18.1 Show of hands**

Subject to these Rules, every question or motion submitted to a general meeting shall be decided by a show of hands.

#### **18.2 Chair's ruling**

At any general meeting, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be accepted unless five (5) members present call for a recount, in which case the members present shall divide and be recounted by two (2) members from each side of the division and appointed by the Chair to act as scrutineers.

### **19. VOTING**

#### **19.1 One vote per member**

Upon any question arising at a general meeting, a member who is entitled to vote has one (1) vote only.

#### **19.2 Vote personally**

All votes shall be given personally or by proxy.

#### **19.3 Casting vote**

- (1) In the case of an equality of votes, the Chair is entitled to exercise a casting vote as well as a deliberative vote. The Chair may decline to exercise the casting vote.
- (2) In the event that the Chair does not exercise a casting vote, the question or motion shall be opened for further discussion for 15 minutes, after which time it shall be voted on by secret ballot or show of hands as directed by the Chair. In such ballot or show of hands, the Chair may exercise a casting vote as well as a deliberative vote.

#### **19.4 Entitlement to vote**

- (1) Individual members and Life members are entitled to vote at any general meeting.
- (2) An Individual member is not entitled to vote at any general meeting unless all moneys due and payable by such member to AAIR have been paid.
- (3) Honorary members and Retired members are not entitled to vote at any general meeting.

## **20. PROXIES**

### **20.1 Right to appoint proxy**

Each member is entitled to appoint another member as a proxy by notice in writing given to the Secretary before the meeting.

### **20.2 Another member**

A proxy must be another member entitled to be present and vote at the general meeting.

## **21. MINUTES OF GENERAL MEETINGS**

Minutes of all resolutions and proceedings at general meetings shall be made and kept by the Secretary. Any such minutes shall be signed by the Chair of the meeting to which it relates, or by the Chair of the next succeeding meeting, and if purporting to be so signed shall be receivable as *prima facie* evidence of the facts therein stated.

## **PART 5: THE EXECUTIVE COMMITTEE**

### **22. THE EXECUTIVE COMMITTEE**

#### **22.1 Management of AAIR**

The business and affairs of AAIR shall be managed by the Executive Committee constituted as provided in Rule 24.

#### **22.2 Powers and responsibilities**

The Committee:

- (1) shall control and manage the business and affairs of AAIR;
- (2) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by AAIR other than those powers and functions that are required by these Rules to be exercised by general meetings;
- (3) may appoint such subcommittees as are deemed expedient, and may delegate any of its duties to such subcommittees;
- (4) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of AAIR;
- (5) may as necessary enter into agreements with research or educational organisations to assist in achieving the purposes of AAIR in accordance with section 4(8)(b) of these Rules;
- (6) may appoint staff for AAIR as may be determined by the Committee for a period of time and on such other terms and conditions as may be determined by the Committee and periodically review the appointment; and
- (7) shall appoint the current President as signatory and one other, namely the Vice-President, Secretary or Treasurer.

## **23. OFFICERS OF AAIR**

### **23.1 Officers**

The Officers shall be:

- (1) a President;
- (2) a Vice-President;
- (3) the Immediate Past-President (if not elected to another office);
- (4) an Honorary Treasurer;
- (5) an Honorary Secretary.

### **23.2 Acting President**

In the event of the absence or inability to act of the President, the Vice-President shall become Acting President.

In the event of the absence or inability to act of both the President and the Vice-President, the remaining members of the Committee may from amongst themselves elect an Acting President.

### **23.3 Election of officers**

The provisions of Rule 25, so far as they are applicable and with the necessary modifications, apply to the election of officers.

### **23.4 Term of office**

Each officer of AAIR shall hold office until the conclusion of the second annual general meeting following such officer's election.

### **23.5 Casual vacancy**

If the office of any officer (other than that of the Immediate Past-President) becomes vacant or is not filled at any election or postal or electronic ballot, then the Committee may appoint a person to hold that office during such time as it would have been held by a person if elected to the office, or by the person whose office has become vacant.

### **23.6 Re-election**

Retiring officers are eligible for re-election.

## **24. EXECUTIVE COMMITTEE**

### **24.1 First members**

The first members of the Committee shall be the persons who were the members of the Committee of AAIR immediately before AAIR was incorporated under the Act.

### **24.2 Composition of the Committee**

- (1) Subject to Rule 24.1, the Committee shall consist of:
  - (a) the officers of AAIR;
  - (b) a minimum of four (4) ordinary members and maximum of six (6) ordinary members of AAIR who are eligible to hold office in AAIR pursuant to these Rules, all of whom shall be elected at an annual general meeting of AAIR or, if the Committee so determines, by a postal or electronic ballot coinciding with an annual general meeting;
  - (c) the Editor or Editors appointed pursuant to Rule 29, if they are a member of AAIR;
  - (d) the person appointed by the Committee to be the convener of the next AAIR Annual Forum and/or the next AAIR SIG Forum, or if any of those forums are to be held jointly with other associations, the person appointed by the Committee to be the AAIR representative on the organising committee.
- (2) The President may in his or her discretion appoint as members of the Committee one (1) or up to two (2) additional members of AAIR who are eligible to hold office in AAIR pursuant to

these Rules, where less than six (6) members have been elected pursuant to Rule 24.2(1) . The appointment may be made for such period and on such terms and conditions as the President thinks fit provided that no more than six (6) ordinary members hold office at any point in time.

#### **24.3 Term of office**

- (1) Each officer and ordinary member of AAIR shall hold office until the conclusion of the second annual general meeting following such officers' election, excluding the Immediate Past-President who will hold office until the next Annual General Meeting after the appointment of the new President.
- (2) The term of office of an ordinary member of the Committee appointed pursuant to Rule 24.2(2) shall expire contemporaneously with the term of office of the elected ordinary members of the Committee as provided for in Rule 24.3(1).

#### **24.4 Re-election**

Retiring members of the Committee are eligible for re-election.

#### **24.5 Casual vacancy**

If the office of any ordinary member of the Committee becomes vacant or is not filled at any election or postal or electronic ballot, then the Committee may appoint a person to that office for the period of time that it would have been held by a person if elected to the office, or by the person whose office has become vacant.

### **25. ELECTIONS**

#### **25.1 Eligibility of candidates**

- (1) No person shall be eligible for election as an officer or as an ordinary member of the Committee unless such person has been a financial member for a period of at least eleven months pursuant to Rule 24.2(2).
- (2) No member shall hold more than one (1) office at the same time save that the Immediate Past-President may again be elected as President, in which event the Committee shall be deemed validly constituted.

#### **25.2 Manner of elections**

The Committee must determine whether elections are to be conducted at an annual general meeting or by means of a postal or electronic ballot.

#### **25.3 Nominations**

Nominations of candidates for election as officers or as ordinary members of the Committee:

- (1) must be made in writing, signed by two (2) full financial members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (2) must state the office for which the nominee is nominated and may state more than one (1) office; and
- (3) must be delivered to the Secretary at least seven (7) clear days before the annual general meeting or, in the case of a postal or electronic ballot, by the closing date for nominations advised to members by the Secretary in the call for nominations.

#### **25.4 Invalid nominations**

Unless the proposer, seconder and candidate are full financial Individual members, or Life members at the time the Secretary receives the nomination, the nomination shall be invalid.

### **25.5 Retiring officers**

- (1) A retiring officer or ordinary committee member must advise the Secretary by the closing date for nominations as to whether he or she wishes to stand for re-election to the same office. If such advice is given, the person in question shall be deemed to have been renominated.
- (2) Retiring officers or ordinary committee members wishing to stand for an office other than that which they are vacating must be nominated for such office in accordance with Rule 25.3.

### **25.6 Insufficient nominations**

- (1) A postal or electronic ballot must not be held if there are no nominations for any one (1) particular office or insufficient nominations for ordinary members of the Committee.
- (2) In such event the election must be held at the annual general meeting and, for this purpose, Individual members who are fully financial, and Life members, may propose and second nominations from the floor of the meeting with the consent of the person nominated.

### **25.7 No ballot required**

If the valid nominations received do not exceed the number required to fill the respective offices then the person or persons nominated shall be declared elected.

### **25.8 Secret ballots**

If the valid nominations received exceed the number required to fill the respective offices, a separate secret ballot must be held for each vacant position. Ballot papers shall be prepared listing the candidates in alphabetical order. Voting will be by simple majority.

### **25.9 Scrutineers**

The ballot shall be counted by two (2) or more scrutineers appointed by the Chair of the annual general meeting.

A candidate for any position shall not be a scrutineer. In the event of an equality of votes in favour of two or more candidates, the Chair of the annual general meeting shall draw lots between the candidates having equality of votes.

### **25.10 Vacation of office**

The office of any officer or ordinary committee member shall *ipso facto* be vacated:

- (1) if the office holder becomes bankrupt or enters into a scheme of arrangement or composition with the officer holder's creditors, or is convicted of a felony;
- (2) if the office holder becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) if the office holder is absent from three (3) consecutive meetings of the Committee without leave of absence from the Committee, and the Committee resolves that the holder's office be vacated;
- (4) if the office holder resigns from office by a signed notice in writing to the Committee of AAIR;
- (5) if the office holder becomes prohibited from being a member of the Committee by reason of any order made under the Act;
- (6) if the office holder ceases to be a full financial member of AAIR (except in the case of Life members);
- (7) if the office holder dies;
- (8) if the office holder is removed from office.

### **25.11 Removal of Committee or members thereof**

Subject to the provisions of these Rules, the members in an extraordinary general meeting called for that purpose may by special resolution remove from office any officers of AAIR or any ordinary member of the Committee or the whole of the Committee, and may by ordinary resolution appoint another person or persons in place of the person or persons so removed. Any person so appointed



shall hold office during such time only as the person he/she has replaced would have held the office if he/she had not been so removed.

## **26. PROCEDURE OF THE COMMITTEE**

### **26.1 Frequency of meetings**

The Committee shall meet at such place and at such intervals as it deems necessary or advisable, but shall endeavour (without being obliged to do so) to meet once in each alternate calendar month.

### **26.2 Special meetings**

Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.

### **26.3 Notice of meetings**

Notice shall be given to members of the Committee of ordinary meetings and of any special meeting. In the latter case, the notice must specify the general nature of the business to be transacted, and no other business shall be transacted at such meeting without the consent of the Chair.

### **26.4 Quorum**

- (1) Any four (4) members of the Committee (which must include at least one of President/Vice-President/Immediate Past-President) shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (2) No business shall be transacted unless a quorum is present, and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to an appropriate date, time and place agreed to by a majority of the committee members present.

### **26.5 Chair**

At meetings of the Committee:

- (1) the President or in his/her absence the Vice-President shall preside; or
- (2) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

### **26.6 Determination of questions**

Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or "ayes" or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

### **26.7 Voting**

Each committee member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding the meeting may exercise a second or casting vote.

### **26.8 Vacancy**

Subject to Rule 26.4, the Committee may act notwithstanding any vacancy on the Committee.

### **26.9 Conduct of meetings using communications media**

Meetings of the Committee may be convened and held by way of teleconferencing, videoconferencing, or other medium for electronic communication available for such purpose from time to time as long as:

- (1) the number of persons participating and physically present would represent a quorum for the purposes of these Rules;
- (2) due notice of the meeting and of the intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
- (3) each of the participants acknowledge:
  - (a) such participant's presence to the Chair;
  - (b) that the meeting is being convened as a duly constituted meeting;
  - (c) that each participant can hear the other participants;
- (4) the Chair is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
- (5) voting of the participants on all issues can be clearly ascertained by the Chair.

No person participating in any meeting conducted pursuant to this rule shall disconnect communication during the course of any meeting without the consent of the Chair, and in default of such consent or proven failure of the connection, all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting. The Chair shall confirm minutes of the proceedings conducted as aforesaid, and such minutes shall be *prima facie* evidence of the matters discussed and resolutions passed thereat.

#### **26.10 Circulatory resolutions**

- (1) If a majority of committee members have signed a document containing a statement that they are in favour of a resolution of the Committee, an ordinary resolution in those terms shall be deemed to have been passed at a committee meeting held on the day on which the document was signed and at the time at which the document was last signed by a committee member or, if the committee members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a committee member (as the case may be).
- (2) The provisions of Rule 26.10(1) shall apply *mutatis mutandis* to a special resolution if at least three-quarters of the committee members have signed a document containing a statement that they are in favour of such special resolution.
- (3) For the purposes of Rules 26.10(1) and (2), two (2) or more separate documents containing statements in identical terms, each of which is signed by one (1) or more committee members, shall together be deemed to constitute one (1) document containing a statement in those terms signed by committee members on the respective days on which they signed the separate documents.

#### **26.11 Delegation**

- (1) The Committee may delegate any of its powers to subcommittees consisting of such member or members of its body and/or such members of AAIR as it may from time to time think fit and may from time to time revoke such delegation.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee.
- (3) The President shall be an ex-officio member of all such subcommittees.
- (4) The meetings and proceedings of any subcommittee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto.
- (5) If the Committee so requires, any subcommittee shall report its business in writing to the Committee.

#### **26.12 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The committee member:
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **26.13 Minutes of meetings**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
  - (a) the names of the committee members and invited guests in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Rule 26.12.

### **26.14 Editorial Board**

The Editorial Board is a subcommittee of the Committee. It is the duty of the members of the Editorial Board to ensure that:

- (1) editorial procedures and standards for public documents of AAIR are drawn up and maintained; and
- (2) a newsletter, forum proceedings or other publications, be issued to members as shall be determined by the Committee from time to time.

## **PART 6: FINANCIAL MATTERS**

### **27. FINANCIAL MATTERS**

#### **27.1 Funds**

The funds of the Association shall be derived from annual subscriptions, donations, forum registration fees, subsidies and such other sources as the Committee determines.

#### **27.2 Accounts and audit**

- (1) The Committee, in conjunction with the Treasurer, shall ensure that proper accounts are maintained to reflect the true financial position of AAIR.
- (2) The books of account of AAIR shall be open to the inspection of members at the office of the Treasurer.
- (3) The accounts shall be audited annually by a Certified Practising Accountant or a member of the Institute of Chartered Accountants in Australia as appointed by the Committee from time to time.

#### **27.3 Bank account and cheques**

- (1) All moneys received by AAIR from whatever source must be paid forthwith into an account in the name of AAIR with such bank as the Committee may from time to time direct.
- (2) All drafts, bills of exchange, promissory notes and other negotiable instruments, other than cheques, shall be signed by two (2) members of the Committee, of which one must be the Treasurer.
- (3) All cheques shall be signed by the Treasurer and by either one other member of the Committee or a financial member of AAIR appointed for this purpose by the Committee.

#### **27.4 Annual Report**

The Committee shall at each annual general meeting lay before the members a statement containing the particulars specified in the Act, together with the Auditor's Report on the accounts of AAIR for the previous financial year.

#### **27.5 Financial year**

The financial year of AAIR shall run from 1 July in a year to 30 June in the next following year.

## **PART 7: GENERAL**

### **28. NOTICES**

- (1) A notice may be served by the Committee upon any member either personally or by sending it by post or by email to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed and prepaid to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **29. EDITOR**

The Committee may from time to time appoint a person or persons (whether a member or not) to act as Editor or Editors of AAIR publications. Any such appointment may be made for such period and on such terms and conditions as the Committee deems appropriate, and shall specify the duties and responsibilities.

### **30. HONORARIA**

The Committee may grant honoraria to all or any of the following: The President, the Vice-President, the Secretary, the Treasurer, the Editor, and such other persons as it thinks fit. The amount of such honoraria may be prescribed by the Committee from time to time in the bylaws.

### **31. CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, all books, documents and securities of AAIR shall be kept in the custody and control of the Secretary or a delegate of the Secretary. The office(s) of AAIR shall be located at such place as shall be determined by the Committee from time to time.

### **32. CODE OF ETHICS AND PROFESSIONAL CONDUCT**

- (1) The Committee may from time to time adopt a Code of Ethics and Professional Conduct which, upon ratification by AAIR in a general meeting (or by referendum), shall be binding upon all members.
- (2) Upon ratification of a Code of Ethics and Professional Conduct, or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation shall be provided to each member.

### **33. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

Subject to the Act, these Rules and the Statement of Purposes, these Rules and/or the Statement of Purposes may be altered only in the following manner:

- (1) Any member may submit, in writing, a proposed amendment to the Rules or Statement of Purposes to the Committee.
- (2) (a) Every proposed amendment received by the Committee not less than twenty-one (21) days before the next general meeting, must be referred to the next general meeting for consideration.  
(b) Every proposed amendment received by the Committee less than twenty-one (21) days before the next general meeting may, if the Committee decides, be referred to the next general meeting but, if not so referred, must be referred to the second next following general meeting.

- (3) Not less than twenty-one (21) days' notice must be given to members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules or Statement of Purposes as a special resolution.
- (4) The proposed amendment is ineffective unless it is passed by special resolution. A declaration by the Chair that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- (5) The Secretary shall, within one (1) month after the passing of the special resolution altering the Rules and/or Statement of Purposes, lodge with the Registrar of Incorporated Associations notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least two (2) members of the Committee to the effect that the special resolution was passed in accordance with the Act.
- (6) The alteration to the Rules or Statement of Purposes takes effect on the date when the Secretary lodges the notice under Rule 33(5).

### **34. BYLAWS**

- (1) The Committee may from time to time make, alter and repeal, bylaws consistent with the Act and these Rules, for the proper conduct and management of AAIR, and in particular but without limitation, for:
  - (a) the management and control of the business activities, forums and other events, premises and publications of AAIR;
  - (b) the conduct of and the privileges enjoyed by AAIR members; and
  - (c) any other matter not required to be dealt with pursuant to these Rules by the members in a general meeting.
- (2) Any bylaws made under these Rules shall come into force and have full authority of a bylaw of AAIR upon the expiration of 14 clear days after being posted to members for notification.
- (3) Any bylaw may be set aside by a majority vote of the members in a general meeting.

### **35. WINDING UP OR CANCELLATION**

#### **35.1 Distribution of income and property**

- (1) The income and property of AAIR shall be used and applied solely in promotion of its purposes, and the exercise of its powers as set out in these Rules and in the Statement of Purposes.
- (2) Subject to Rule 35.1(3), no income or property of AAIR is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any member.
- (3) Nothing in these Rules prevents the payment in good faith to members, officers, members of the Committee or contractors or subcontractors of AAIR in respect of:
  - (a) monies advanced to them by AAIR;
  - (b) monies owing to them by AAIR;
  - (c) remuneration in return for services rendered or goods supplied to AAIR.

#### **35.2 Disposition of surplus assets**

If AAIR is wound up or its registration cancelled in accordance with the Act, any property remaining after payment of all debts and liabilities must not be paid to or distributed amongst the members. The remaining property must be given or transferred to a fund, authority or institution having purposes similar to the purposes of AAIR, and which prohibits the distribution of its income and property to its members. The fund, authority or institution:

- (1) is to be determined in accordance with a special resolution of the members or, in the absence of a special resolution, by the Registrar of Incorporated Associations, or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter; and
- (2) must be approved by the Commissioner of Taxation as a fund, authority or institution under the *Income Tax Assessment Act 1997*.

## **36. TRADING**

AAIR is authorised to trade in accordance with the Act.